

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF NORTH CAROLINA

Case number (if known) _____

Chapter 11 Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name U.S. Tobacco Cooperative Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 56-0484598

4. Debtor's address Principal place of business

1304 Annapolis Drive
Raleigh, NC 27608

Number, Street, City, State & ZIP Code

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Wake
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.usleaf.com

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

Debtor **U.S. Tobacco Cooperative Inc.** Case number (*if known*) _____
 Name _____

7. Describe debtor's business**A. Check one:**

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**4249****8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- Chapter 7
- Chapter 9
- Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- No.
- Yes.

| | | |
|----------------|------------|-------------------|
| District _____ | When _____ | Case number _____ |
| District _____ | When _____ | Case number _____ |

| | | | |
|--------|--------------------------------------|------|---------------------------------|
| Debtor | U.S. Tobacco Cooperative Inc. | | Case number (<i>if known</i>) |
| | | Name | |

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No
 Yes.

List all cases. If more than 1, attach a separate list

| | | |
|----------|-----------------------|-----------------------------|
| Debtor | See Attachment | Relationship |
| District | When _____ | Case number, if known _____ |

11. Why is the case filed in this district? *(Check all that apply.)*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____
 Number, Street, City, State & ZIP Code

Is the property insured?

No
 Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *(Check one:*

Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

| | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets

| | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input checked="" type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

| | | |
|---|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
|---|---|--|

Debtor **U.S. Tobacco Cooperative Inc.** Case number (*if known*) _____

Name _____

| | | |
|--|---|--|
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input checked="" type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **U.S. Tobacco Cooperative Inc.** Case number (*if known*) _____
 Name _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 7, 2021**
 MM / DD / YYYY

X /s/ Keith H. Merrick

Signature of authorized representative of debtor

Keith H. Merrick

Printed name

Title **Chief Financial Officer**

18. Signature of attorney

X /s/ Rebecca F. Redwine

Signature of attorney for debtor

Date **July 7, 2021**

MM / DD / YYYY

Rebecca F. Redwine

Printed name

Hendren, Redwine & Malone, PLLC

Firm name

4600 Marriott Drive

Suite 150

Raleigh, NC 27612

Number, Street, City, State & ZIP Code

Contact phone **(919) 420-7867**

Email address **rredwine@hendrenmalone.com**

NC State Bar 37012 NC

Bar number and State

Debtor **U.S. Tobacco Cooperative Inc.** _____ Case number (*if known*) _____
 Name _____

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF NORTH CAROLINA

Case number (*if known*) _____ Chapter **11**

Check if this an
amended filing

FORM 201. VOLUNTARY PETITION**Pending Bankruptcy Cases Attachment**

| | | | |
|----------|---|----------------------------------|-------------------|
| Debtor | Big South Distribution, LLC | Relationship to you | Subsidiary |
| District | Eastern District North Carolina (Raleigh) | When _____ Case number, if known | _____ |
| Debtor | Franchise Wholesale, Co., L.L.C. | Relationship to you | Subsidiary |
| District | Eastern District North Carolina (Raleigh) | When _____ Case number, if known | _____ |
| Debtor | King Maker Marketing, Inc. | Relationship to you | Subsidiary |
| District | Eastern District of North Carolina (Raleigh) | When _____ Case number, if known | _____ |
| Debtor | Premier Manufacturing, Inc. | Relationship to you | Subsidiary |
| District | Easter District of North Caolina (Raleigh) | When _____ Case number, if known | _____ |
| Debtor | U.S. Flue-Cured Tobacco Growers, Inc. | Relationship to you | Subsidiary |
| District | Eastern District of North Caolina (Raleigh) | When _____ Case number, if known | _____ |

Fill in this information to identify the case:Debtor name **U.S. Tobacco Cooperative Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NORTH CAROLINA**

Case number (if known) _____

 Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration* _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 7, 2021****X /s/ Keith H. Merrick**

Signature of individual signing on behalf of debtor

Keith H. Merrick

Printed name

Chief Financial Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **U.S. Tobacco Cooperative Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NORTH CAROLINA**

Case number (if known): _____

Check if this is an
amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim | | |
|---|--|---|--|-----------------------------------|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Aerotek Commercial Staffing PO Box 198531 Atlanta, GA 30384-8531 | | | | | | \$14,172.08 |
| Charter Communications (USFC) PO Box 94188 Palatine, IL 60094-4188 | | | | | | \$10,136.00 |
| CliftonLarsonAllen LLP 8215 Greenway Blvd Middleton, WI 53562 | | | | | | \$53,196.06 |
| Degesch America Inc PO Box 116 Weyers Cave, VA 24486-0116 | | | | | | \$3,409.28 |
| Dell Marketing LP PO Box 534118 Atlanta, GA 30353-4118 | | | | | | \$3,971.40 |
| Diligent Corporation PO Box 419829 Boston, MA 02241-9874 | | | | | | \$32,193.00 |
| Fidelity Investments Inst Ops PO Box 73307 Chicago, IL 60673-7307 | | | | | | \$13,415.41 |
| Golden Eagle Partnership LLC 120 Broadway New York, NY 10271 | | | | | | \$19,350.00 |

| Debtor Name | U.S. Tobacco Cooperative Inc. | | Case number (if known) | | | |
|---|--|---|--|-----------------------------------|---|-----------------|
| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim | | |
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Iron Mountain PO Box 27128 New York, NY 10087-7128 | | | | | | \$6,343.79 |
| J&M Sales & Service, LLC PO Box 3114 Wilson, NC 27893 | | | | | | \$14,426.19 |
| Mcdermott Will & Emery PO Box 6043 Chicago, IL 60680-6043 | | | | | | \$8,610.00 |
| National Drayage Services PO Box 62892 Baltimore, MD 21264 | | | | | | \$14,022.40 |
| Nippon Express USA, Inc. 951 Aviation Parkway Morrisville, NC 27560 | | | | | | \$3,916.30 |
| RR Donnelley PO Box 538602 Atlanta, GA 30353-8602 | | | | | | \$32,015.43 |
| Shawnee Technologies Inc 12126 Asbury Chapel Rd Huntersville, NC 28078 | | | | | | \$29,747.50 |
| Stoll Keenon Ogden PLLC PO Box 11969 Lexington, KY 40579-1969 | | | | | | \$12,550.00 |
| Time Warner Cable (PA) PO Box 4617 Carol Stream, IL 60197-4617 | | | | | | \$10,885.18 |
| Time Warner Cable (USTC) PO Box 4617 Carol Stream, IL 60197-4617 | | | | | | \$5,691.10 |
| Verizon Wireless PO Box 660108 Dallas, TX 75266-0108 | | | | | | \$3,877.39 |

| Debtor Name | U.S. Tobacco Cooperative Inc. | | Case number (<i>if known</i>) | | | |
|--|--|---|--|--|---|-------------------|
| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Watkins Tobacco Contractors, I 4585 Watkins Rd Oxford, NC 27565 | | | | | | \$7,926.35 |

**United States Bankruptcy Court
Eastern District of North Carolina**

In re **U.S. Tobacco Cooperative Inc.**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Financial Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **July 7, 2021**

/s/ Keith H. Merrick
Keith H. Merrick/Chief Financial Officer
Signer>Title

**United States Bankruptcy Court
Eastern District of North Carolina**

In re **U.S. Tobacco Cooperative Inc.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **U.S. Tobacco Cooperative Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [Check if applicable]

July 7, 2021

Date

/s/ Rebecca F. Redwine

Rebecca F. Redwine

Signature of Attorney or Litigant
Counsel for **U.S. Tobacco Cooperative Inc.**

Hendren, Redwine & Malone, PLLC

4600 Marriott Drive

Suite 150

Raleigh, NC 27612

(919) 420-7867 Fax:(919) 420-0475

rredwine@hendrenmalone.com